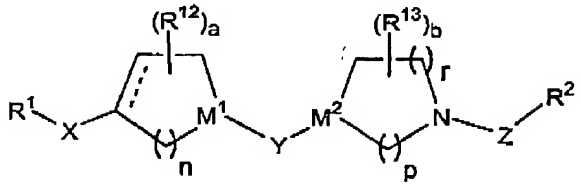
AMENDMENTS

1. (currently amended) A compound represented by the structural formula



I

or a pharmaceutically acceptable salt or solvate thereof, wherein:

a is 0 to 3;

b is 0 to 3;

n is **[[1]]** 2 **[[or 3]]**;

p is 1, 2 or 3;

r is 0, 1, **or** 2**[[, or 3]]**;

X is a bond or C_1-C_6 alkylene;

M^1 is **[[CH or]]** N;

M^2 is $C(R^3)$ **[[or N]]**;

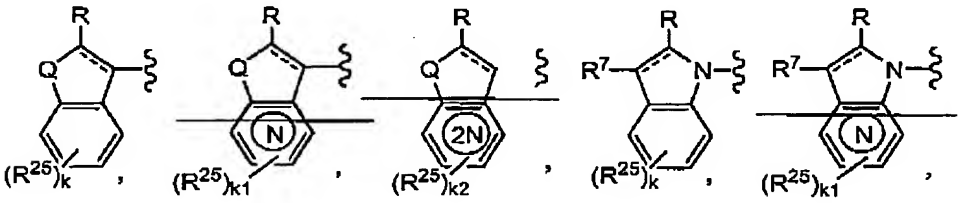
with the ~~**provisos that when M^2 is N, p is not 1; and that when r is 0, M^2 is $C(R^3)$; and**~~ **proviso** that the sum of p and r is **[[1 to 4]]** **3**

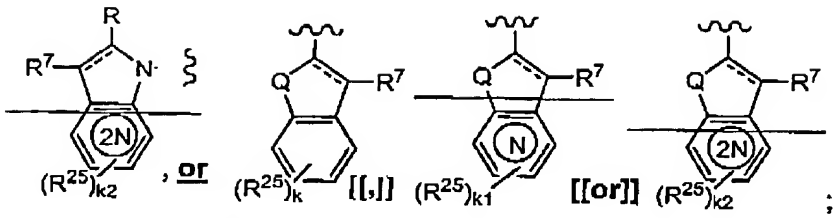
Y is –C(=O)-, -C(=S)-, -$(CH_2)_q$-, ~~**$-NR^4C(=O)-$,**~~ -C(=O)NR^4-, -C(=O)CH_2-, -SO_{1-2}-, **or** –C(=N-CN)-NH- ~~**or NH-C(=N-CN)-; with the provisos that when M^1 is N, Y is not $NR^4C(=O)$- or NH-C(=N-CN)-; and when M^2 is N, Y is not -C(=O)NR^4- or –C(=N-CN)-NH-**~~;

q is 1 to 5~~**, provided that when M^1 and M^2 are both N, q is not 1**~~;

Z is a bond, C_1-C_6 alkylene, C_2-C_6 alkenylene, -C(=O)-, -CH(CN)- or –CH_2C(=O)NR^4-;

R^1 is





Q is -N(R^8)- ~~, -S- or -O-~~;

k is 0, 1, 2, 3 or 4;

~~k1 is 0, 1, 2 or 3;~~

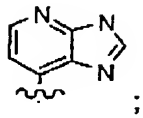
~~k2 is 0, 1 or 2;~~

the dotted line represents an optional double bond;

R and R^7 are independently selected from the group consisting of H, C_1-C_6 alkyl, halo(C_1-C_6)alkyl-, C_1-C_6 alkoxy, (C_1-C_6)alkoxy-(C_1-C_6)alkyl-, (C_1-C_6)-alkoxy-(C_1-C_6)alkoxy, (C_1-C_6)alkoxy-(C_1-C_6)alkyl-SO_{0-2}, R^{32}-aryl(C_1-C_6)alkoxy-, R^{32}-aryl-(C_1-C_6)alkyl-, R^{32}-aryl, R^{32}-aryloxy, R^{32}-heteroaryl, (C_3-C_6)cycloalkyl, (C_3-C_6)-cycloalkyl-(C_1-C_6)alkyl, (C_3-C_6)cycloalkyl-(C_1-C_6)alkoxy, (C_3-C_6)cycloalkyl-oxy-, R^{37}-heterocyclo-alkyl, N(R^{30})(R^{31})-(C_1-C_6)alkyl-, -N(R^{30})(R^{31}), -NH-(C_1-C_6)alkyl-O-(C_1-C_6)alkyl, -NHC(O)NH(R^{29}); R^{22}-$S(O)_{0-2}$-, halo(C_1-C_6)alkyl-$S(O)_{0-2}$-, N(R^{30})(R^{31})-(C_1-C_6)alkyl-$S(O)_{0-2}$-, benzoyl, (C_1-C_6)alkoxy-carbonyl, R^{37}-heterocycloalkyl-N(R^{29})-C(O)-, (C_1-C_6)alkyl-N(R^{29})-C(O)-, (C_1-C_6)alkyl-N(C_1-C_6 alkoxy)-C(O)-, –C(=NOR^{36})R^{36} and –NHC(O)R^{29}; and when the optional double bond is not present, R^7 can be OH;

R^8 is H, C_1-C_6 alkyl, halo(C_1-C_6)alkyl-, (C_1-C_6)alkoxy-(C_2-C_6)alkyl-, R^{32}-aryl(C_1-C_6)alkyl-, R^{32}-aryl, R^{32}-heteroaryl, R^{32}-heteroaryl(C_1-C_6)alkyl-, (C_3-C_6)cycloalkyl, (C_3-C_6)cycloalkyl-(C_1-C_6)alkyl, R^{37}-heterocycloalkyl, R^{37}-heterocycloalkyl(C_1-C_6)alkyl, N(R^{30})(R^{31})-(C_2-C_6)alkyl-, R^{22}-$S(O)_2$-, halo(C_1-C_6)alkyl-$S(O)_2$-, R^{22}-$S(O)_{0-1}$-(C_2-C_6)alkyl-, halo(C_1-C_6)alkyl-$S(O)_{0-1}$-(C_2-C_6)alkyl-, (C_1-C_6)alkyl-N(R^{29})-SO_2-, or R^{32}-heteroaryl-SO_2;

R^2 is a six-membered heteroaryl ring having 1 or 2 heteroatoms independently selected from N or N-O, with the remaining ring atoms being carbon; a five-membered heteroaryl ring having 1, 2, 3 or 4 heteroatoms independently selected from N, O or S, with the remaining ring atoms being carbon; R^{32}-quinolyl; R^{32}-aryl;



;

or heterocycloalkyl; wherein said six-membered heteroaryl ring or said five-membered heteroaryl ring is optionally substituted by R^6;

R^3 is H, halogen, C_1-C_6 alkyl, -OH or (C_1-C_6)alkoxy;

R^4 is independently selected from the group consisting of hydrogen, C_1-C_6 alkyl, C_3-C_6 cycloalkyl, (C_3-C_6)cycloalkyl(C_1-C_6)alkyl, R^{33}-aryl, R^{33}-aryl(C_1-C_6)alkyl, and R^{32}-heteroaryl;

R^5 is hydrogen, C_1-C_6 alkyl, -C(O)R^{20}, -C(O)$_2R^{20}$, –C(O)N(R^{20})$_2$, R^{33}-aryl(C_1-C_6)alkyl or (C_1-C_6)alkyl-SO_2-;

R^6 is 1 to 3 substituents independently selected from the group consisting of -OH, halogen, C_1-C_6 alkyl, C_1-C_6 alkoxy, -CF_3, -NR^4R^5, -(C_1-C_6)alkyl-NR^4R^5, phenyl, R^{33}-phenyl, NO_2, -CO_2R^4, -CON(R^4)$_2$, -NHC(O)N(R^4)$_2$, R^{32}-heteroaryl-SO_2-NH-, R^{32}-aryl-(C_1-C_6)alkyl-NH-, R^{32}-heteroaryl-(C_1-C_6)alkyl-NH-, R^{32}-heteroaryl-NH-C(O)-NH-, R^{37}-heterocycloalkyl-N(R^{29})-C(O)- and R^{37}-heterocycloalkyl-N(R^{29})-C(O)-NH-;

R^{12} is independently selected from the group consisting of C_1-C_6 alkyl, hydroxyl, C_1-C_6 alkoxy, or fluoro, provided that when R^{12} is hydroxy or fluoro, then R^{12} is not bound to a carbon adjacent to a nitrogen; or R^{12} forms a C_1 to C_2 alkyl bridge from one ring carbon to another ring carbon;

R^{13} is independently selected from the group consisting of C_1-C_6 alkyl, hydroxyl, C_1-C_6 alkoxy, or fluoro, provided that when R^{13} is hydroxy or fluoro then R^{13} is not bound to a carbon adjacent to a nitrogen; or forms a C_1 to C_2 alkyl bridge from one ring carbon to another ring carbon; or R^{13} is =O;

R^{20} is independently selected from the group consisting of hydrogen, C_1-C_6 alkyl, or aryl, wherein said aryl group is optionally substituted with from 1 to 3 groups independently selected from halogen, -CF_3, -OCF_3, hydroxyl, or methoxy; or when two R^{20} groups are present, said two R^{20} groups taken together with the nitrogen to which they are bound can form a five or six membered heterocyclic ring;

R^{22} is C_1-C_6 alkyl, R^{34}-aryl or heterocycloalkyl;

R^{24} is H, C_1-C_6 alkyl, -SO_2R^{22} or R^{34}-aryl;

R^{25} is independently selected from the group consisting of C_1-C_6 alkyl, halogen, CN, $-CF_3$, -OH, C_1-C_6 alkoxy, (C_1-C_6)alkyl-C(O)-, aryl-C(O)-, $N(R^4)(R^5)$-C(O)-, $N(R^4)(R^5)$-$S(O)_{1-2}$-, halo-(C_1-C_6)alkyl- or halo-(C_1-C_6)alkoxy-(C_1-C_6)alkyl-;

R^{29} is H, C_1-C_6 alkyl, R^{35}-aryl or R^{35}-aryl(C_1-C_6)alkyl-;

R^{30} is H, C_1-C_6 alkyl-, R^{35}-aryl or R^{35}-aryl(C_1-C_6)alkyl-;

R^{31} is H, C_1-C_6 alkyl-, R^{35}-aryl, R^{35}-aryl(C_1-C_6)alkyl-, (C_1-C_6)alkyl-C(O)-, R^{35}-aryl-C(O)-, $N(R^4)(R^5)$-C(O)-, (C_1-C_6)alkyl-$S(O)_2$- or R^{35}-aryl-$S(O)_2$-;

or R^{30} and R^{31} together are $-(CH_2)_{4-5}$-, $-(CH_2)_2$-O-$(CH_2)_2$- or $-(CH_2)_2$-$N(R^{29})$-$(CH_2)_2$- and form a ring with the nitrogen to which they are attached;

R^{32} is 1 to 3 substituents independently selected from the group consisting of H, -OH, halogen, C_1-C_6 alkyl, C_1-C_6 alkoxy, R^{35}-aryl-O-, $-SR^{22}$, $-CF_3$, $-OCF_3$, $-OCHF_2$, $-NR^4R^5$, phenyl, R^{33}-phenyl, $-NO_2$, $-CO_2R^4$, $-CON(R^4)_2$, $-S(O)_2R^{22}$, $-S(O)_2N(R^{20})_2$, $-N(R^{24})S(O)_2R^{22}$, -CN, hydroxy-(C_1-C_6)alkyl-, $-OCH_2CH_2OR^{22}$, and R^{35}-aryl(C_1-C_6)-alkyl-O-, wherein said aryl group is optionally substituted with 1 to 3 independently selected halogens;

R^{33} is 1 to 3 substituents independently selected from the group consisting of C_1-C_6 alkyl, halogen, -CN, $-NO_2$, $-OCHF_2$ and –O-(C_1-C_6)alkyl;

R^{34} is 1 to 3 substituents independently selected from the group consisting of H, halogen, $-CF_3$, $-OCF_3$, -OH and $-OCH_3$.

R^{35} is 1 to 3 substituents independently selected from the group consisting of hydrogen, halo, C_1-C_6 alkyl, hydroxy, C_1-C_6 alkoxy, phenoxy, $-CF_3$, $-N(R^{36})_2$, $-COOR^{20}$ and $-NO_2$;

R^{36} is independently selected from the group consisting of H and C_1-C_6 alkyl; and

R^{37} is independently selected from the group consisting of H, C_1-C_6 alkyl and (C_1-C_6)alkoxycarbonyl.

2. (currently amended) A compound of claim 1 wherein ~~M^4 is N,~~ a is 0~~, n is 2,~~ and the optional double bond in the ring containing M^1 is not present.

3. (original) A compound of claim 1 wherein M^2 is $C(R^3)$ wherein R^3 is hydrogen or halogen, b is 0; r is 1 and p is 2.

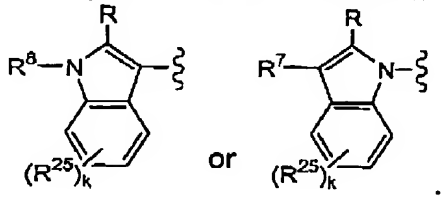
4. (original) A compound of claim 1 wherein Y is –C(O)-.

5. (original) A compound of claim 1 wherein Z is straight or branched C_1-C_3 alkyl.

6. (original) A compound of claim 1 wherein R^2 is a six-membered heteroaryl ring, optionally substituted with one R^6 substituent.

7. (original) A compound of claim 6 wherein R^2 is pyridyl, pyrimidyl or pyridazinyl, optionally substituted with $-NH_2$.

8. (original) A compound of claim 1 wherein R^1 is



or

9. (original) A compound of claim 8 wherein R is H, alkyl, R^{32}-aryl, R^{32}-heteroaryl, (C_1-C_6)alkoxy-carbonyl or (C_1-C_6)alkyl-N(R^{29})-C(O)-.

10. (original) A compound of claim 9 wherein R is R^{32}-phenyl or R^{32}-pyridyl.

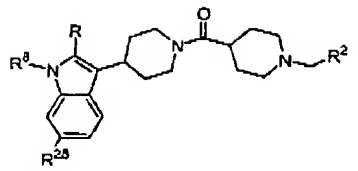
11. (original) A compound of claim 8 wherein R^7 is hydrogen.

12. (original) A compound of claim 8 wherein R^8 is H, R^{32}-aryl(C_1-C_6)alkyl-, R^{32}-heteroaryl(C_1-C_6)alkyl-, R^{32}-aryl, R^{32}-heteroaryl, (C_1-C_6)alkyl-N(R^{29})-SO_2- or R^{37}-heterocycloalkyl(C_1-C_6)alkyl-.

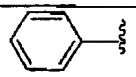
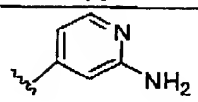
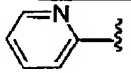
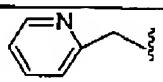
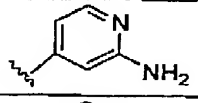
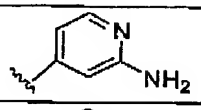
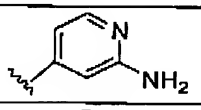
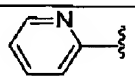
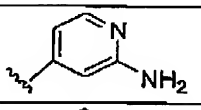
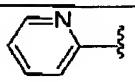
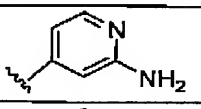
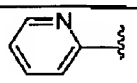
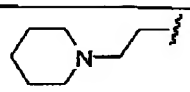
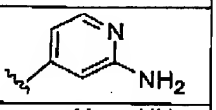
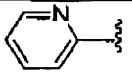
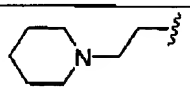
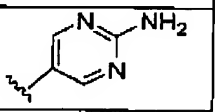
13. (original) A compound of claim 12 wherein R^8 is H, R^{32}-benzyl, R^{32}-pyridylmethyl, piperidinoethyl or (C_1-C_6)alkyl-N(R^{29})-SO_2- wherein R^{29} is H or C_1-C_6 alkyl.

14. (original) A compound of claim 8 wherein R^{25} is H, halogen or $-CF_3$ and k is 0 or 1.

15. (original) A compound of claim 1 selected from the group consisting of compounds of the formula



wherein R, R^8, R^{25} and R^2 are as defined in the table:

R	R^8	R^{25}	R^2
	$(CH_3)_2N-SO_2-$	H	
		H	
$CH_3CH_2-O-C(O)-$	H	H	
$CH_3-NH-C(O)-$	H	H	
	H	H	
	H	F	
		H	
		H	

16. (original) A pharmaceutical composition comprising an effective amount of a compound of claim 1 and a pharmaceutically effective carrier.

17. (currently amended) A method of treating~~: allergy, allergy-induced airway responses,~~ congestion~~, hypotension, cardiovascular disease, diseases of the GI tract, hyper and hypo motility and acidic secretion of the gastro intestinal tract, obesity, sleeping disorders, disturbances of the central nervous system, attention deficit hyperactivity disorder, hypo and hyperactivity of the central nervous system,~~

~~Alzheimer's disease, schizophrenia, and migraine~~ comprising administering to a patient in need of such treatment an effective amount of a compound of claim 1.

18. (canceled)

19. (canceled)

20 to 24. (canceled)